

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL.,	§	BANKRUPTCY No. 21-51523
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

**CERTIFICATE OF SERVICE
OF TRUSTEE SALE NOTICE AND SALE PROCEDURES**

I hereby certify that on November 2, 2022, a true and correct copy of the attached document(s) was/were served via US First Class Mail to the parties on the attached limited service list:

Dated: November 17, 2022, 2022

Respectfully submitted,

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**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY
ADMINISTERED CASE OF IN RE DEEPROOT
CAPITAL MANAGEMENT, LLC ET AL.**

Attachment

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

TRUSTEE'S NOTICE OF SALE OF PINBALL PROPERTY

**PLEASE READ THIS NOTICE CAREFULLY AS YOUR
RIGHTS MAY BE AFFECTED AS SET FORTH HEREIN.**

On December 9, 2021 (the “**Petition Date**”), the Debtors filed their respective voluntary petitions under Chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”). The Court approved joint administration of Debtors listed in the captioned footnote on December 20, 2021. On December 21, 2021, John Patrick Lowe was appointed Chapter 7 Trustee (the “**Trustee**”) of the estates of the Jointly Administered Debtors.

On October 26, 2022, Trustee filed *Trustee's Motion to Approve (A) Sale of Pinball Property, (B) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Pinball Property, and (C) the Form of Notice for the Sale of Pinball Property* [ECF No. 181] (the “**Sale Procedures Motion**”) seeking approval of certain procedures for the sale of and taking bids (the “**Sale Process**”) on property of the Estates. Through this Sale Process, Trustee seeks the highest and best offer(s) for the sale (the “**Sale**”) of certain tangible and intangible pinball related property of the Estates, including the Estates of deeproot Pinball, LLC, deeproot Tech, LLC, deeproot Studios, LLC, and Wizard Mode Media, LLC (“**Pinball Property**”) free and clear of any and all liens, claims, rights, interests, and encumbrances in accordance with Section 363(f) of the Bankruptcy Code, with such liens, claims, rights, interests, and encumbrances to attach to the sale proceeds. The Sale Process is subject to, and all offers must be in accordance with, the sale procedures approved by the Bankruptcy Court, which are attached hereto as **Exhibit A** (the “**Sale Procedures**”).

¹ The jointly administered chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” or “**Estate**” and collectively, the “**Bankruptcy Estates**” or “**Estates**”.

On November 2, 2022, the Bankruptcy Court entered its *Order Approving Trustee's Motion to Approve (A) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Pinball Property, and (B) the Form of Notice for the Sale of Pinball Property* [Docket No. 195] (the "**Sales Procedures Order**") in which the Bankruptcy Court, among other things, (a) approved the Sales Procedures, (b) approved the Stalking Horse Agreement, (c) approved the form and manner of notice of the Sale Procedures, (d) set an Objection Deadline to the Sale, and (e) established the date for the Sale.

Any party wishing to participate as a qualified bidder should submit (a) a bid for the Pinball Property ("**Bid**"), (b) a purchase agreement ("**Purchase Agreement**"), signed by an authorized representative of such bidder, and (c) evidence of the bidder's financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and deposit Twenty-Five Thousand and no/100 Dollars (\$25,000.00) ("**Earnest Money Deposit**") with Trustee's counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than noon on **November 15, 2022** (the "**Bid Deadline**"). Any such Bid submitted by the Bid Deadline shall be in the amount of at least Sixty Thousand and no/100 Dollars (\$60,000.00) to be a qualified bid ("**Qualified Bid**") and to allow the bidder to become a Qualified Bidder ("**Qualified Bidder**"). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Earnest Money Deposit of all Qualified Bidders (except for the highest bidder (the "**Successful Bidder**")) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the Sale.

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, the Trustee may in his absolute discretion, exercising only his best business judgment on behalf of the estate, negotiate with the Stalking Horse Bidder and one or more of the Qualified Bidders on price and terms of a Qualified Bid and Trustee shall, in his absolute discretion, exercising only his best business judgment on behalf of the Estates, announce the Successful Bidder.

After announcing the Successful Bidder, Trustee shall request that the Court approval the Sale at a hearing to be held at Hipolito F. Garcia Federal Building and United State Courthouse, Courtroom No. 3, Fifth Floor, 615 E. Houston St., San Antonio, Texas 78205 **on November 22, 2022, at 9:30 am, prevailing Central Time** (the "**Sale Hearing**").

Objections, if any, to the consummation of the Sale, shall be filed with the Bankruptcy Court by no later than **November 15, 2022** (the "**Objection Deadline**"). Any person failing to timely file an objection to the Sale prior to the deadlines set forth in the Bid Procedures Order shall be forever barred from objecting to the Sale, including the transferring of the Pinball Property free and clear of any and all liens, claims and other interests, and will be deemed to consent to the Sale.

Respectfully submitted,

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**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

**EXHIBIT A TO SALE NOTICE
SALE PROCEDURES**

SALE PROCEDURES

On December 9, 2021 (the “**Petition Date**”), deeproot Pinball, LLC, deeproot Tech, LLC, deeproot Studios, LLC, Wizard Mode Media, LLC, and seven affiliated entities (each a “**Debtor**” and together, the “**Debtors**”), filed voluntary petitions for relief under chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”).²

On December 21, 2021, John Patrick Lowe, was appointed chapter 7 Trustee (“**Trustee**”) for the Bankruptcy Estates, which cases are being jointly administered under *In re deeproot Capital Management, LLC, et al.*, Case No. 21-51523, in the United States Bankruptcy Court of the Western District of Texas, San Antonio Division.

These Sale Procedures have been approved and authorized pursuant to the *Trustee’s Motion to Approve (A) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Pinball Property, and (B) the Form of Notice for the Sale of Pinball Property* [ECF No. 181] (the “**Sale Procedures Motion**”) and the *Order Approving Trustee’s Motion to Approve (A) Sale Procedures and Bid Protections in Connection with the Sale of Pinball Property, and (B) the Form of Notice for the Sale of Pinball Property* [ECF No. 195] (the “**Sale Procedures Order**”), entered by the United States Bankruptcy Court for the Western District of Texas, San Antonio Division.

A. Assets to be Sold

Generally, the assets to be sold include the conveyance free and clear of all liens, claims, encumbrances, and interests in certain pinball related tangible and intangible property, as described on **Exhibit A** (the “**Pinball Property**”). To the Trustee’s knowledge and belief, the Pinball Property is the property of the estates of deeproot Pinball, LLC, deeproot Tech, LLC, deeproot Studios, LLC, and Wizard Mode Media, LLC. However, to the extent any of the other jointly administered Bankruptcy Estates have an interest in the Pinball Property, the Trustee conveys all of the right, title and interest that each of the eleven jointly administered Bankruptcy Estates has, or may have, in the Pinball Property (the “**Sale**”).

B. Stalking Horse Agreement

Subject to the provisions set forth herein, Trustee has entered into a certain Pinball Property Purchase and Sale Agreement (the “**Stalking Horse Agreement**”) with Turner Logic, LLC, a Texas limited liability company (the “**Stalking Horse Bidder**”), pursuant to which

² The jointly administered chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor’s federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, the “**Bankruptcy Estates**”.

Trustee has agreed to sell and the Stalking Horse Bidder has agreed to purchase the Pinball Property for the purchase price in the amount of \$50,000 (the “**Purchase Price**”), subject to the receipt and acceptance of an otherwise better Qualified Bid from a Qualified Bidder, as provided herein.

The Stalking Horse Agreement and the transactions contemplated thereby will be deemed a Qualified Bid for all purposes, and the Stalking Horse Bidder will be deemed to be a Qualified Bidder. Unless provided otherwise by order of the Bankruptcy Court prior to the entry of the Sale Order, no party other than the Stalking Horse Bidder shall be entitled to a break-up fee or expense reimbursement.

C. Submission of Initial Qualifying Bids by Potential Purchasers

Any party wishing to participate as a qualified bidder shall submit (a) a bid for the Pinball Property (“**Bid**”), (b) a purchase agreement (“**Purchase Agreement**”), signed by an authorized representative of such bidder, and (c) evidence of the bidder’s financial ability to close the transaction, to J. Patrick Lowe, Chapter 7 Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com; and should deposit Twenty Five Thousand and no/100 Dollars (\$25,000.00) (“**Earnest Money Deposit**”) with Trustee’s counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than noon on **November 15, 2022** (the “**Bid Deadline**”).

Any such Bid submitted by the Bid Deadline shall be in the amount of at least Sixty Thousand and no/100 Dollars (\$60,000.00) to be a qualified bid (“**Qualified Bid**”) and to allow the bidder to become a Qualified Bidder (“**Qualified Bidder**”). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Earnest Money Deposit of all Qualified Bidders (except for the Successful Bidder, defined below) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the Sale of the Pinball Property.

In all circumstances, the Trustee reserves the right to negotiate for a better offer from all Qualified Bidders.

D. The Selection of the Successful Bid

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, the Trustee may in his absolute discretion, exercising only his best business judgment on behalf of the Bankruptcy Estates, negotiate with the Stalking Horse Bidder and one or more of the Qualified Bidders on price and terms, and shall select, exercising his best business judgement, the successful bid (“**Successful Bid**”); the Qualified Bidder who submits the Successful Bid shall be deemed the successful bidder (the “**Successful Bidder**”).

E. Objections to Sale

Any objection(s) filed to the sale of the Pinball Property (i) shall be set forth in writing and shall specify with particularity the grounds for such objections or other statements of position; and (ii) shall be filed with the Court on or before **November 15, 2022** (the “**Objection Deadline**”). Any person failing to timely file an objection to the sale prior to the Objection Deadline shall be forever barred from objecting to the sale, including the transferring of the Property free and clear of any and all liens, claims and other interests, and will be deemed to consent to the Sale.

F. Court Approval

The sale hearing will be held on November 22, 2022, at 9:30 am, before the Honorable Michael M. Parker, United States Bankruptcy Court for the Western District of Texas, San Antonio Division, Courtroom No. 1, Third Floor, 615 E. Houston St., San Antonio, Texas 78205 (the “Sale Hearing”) where Trustee will seek approval of the sale of the Pinball Property to the Stalking Horse Bidder or the Successful Bidder, as the case may be.

Neither the Trustee nor the Court will consider offers at the Sale Hearing other than those submitted in accordance with these procedures.

At the Sale Hearing, Trustee will seek entry of an order approving the sale of the Pinball Property to the Stalking Horse Bidder or the Successful Bidder pursuant to 11 U.S.C. §363(f) and free and clear of all liens, claims, encumbrances, and interests. The Sale Hearing may be adjourned or rescheduled as ordered by the Bankruptcy Court or by Trustee with the approval of the Successful Bidder and without further notice to creditors and parties in interest other than by announcement by Trustee of the adjourned date at the Sale Hearing.

Trustee’s presentation to the Bankruptcy Court for approval of a Successful Bidder does not constitute Trustee’s acceptance of the Successful Bid. Trustee will be deemed to have accepted the Successful Bid only when the Successful Bid has been approved by Order of the Bankruptcy Court.

G. Failure to Consummate Purchase

If any Successful Bidder fails to consummate the purchase of the Pinball Property, and such failure to consummate the purchase is the result of a breach by such Successful Bidder, the Earnest Money Deposit of such Successful Bidder shall be forfeited to the Bankruptcy Estates.

H. Back-Up Bidders

If any Successful Bidder fails to consummate a sale because of a breach or failure to perform on the part of such Successful Bidder, the Qualified Bidder that had submitted the next highest or otherwise best Qualified Bid at the Auction (if any), (the “**Back-Up Bidder(s)**”) will be deemed to be the Successful Bidder for the Pinball Property and Trustee will be authorized to

consummate the Sale of the Pinball Property to such Back-Up Bidder without further order of the Bankruptcy Court and such Qualified Bid shall thereupon be deemed the Successful Bid. If any Qualified Bidder fails to consummate the sale because of a breach or failure to perform on the part of such Qualified Bidder or for any reason within ten days after being deemed the Back-Up Bidder pursuant to this section of the Sale Procedures, the process described above may continue as determined by Trustee until a Qualified Bidder shall consummate the sale.

I. Return of Earnest Money Deposit

The Earnest Money Deposit of all Qualified Bidders, who are not the Successful Bidder, will be returned, without interest, to each such Qualified Bidder as soon as reasonably practicable but in any event within seven (7) business days after the closing of the Sale.

J. Reservation of Rights

1. Determination of Successful Bid. Trustee reserves the right to: (a) determine whether any Qualified Bid is a successful bid, and (b) reject, at any time prior to the entry of the Sale Order, any Bid that the Trustee in its discretion determines to be inadequate, insufficient, not in conformity with the Sales Procedures or the Bankruptcy Code, or contrary to the best interest of the Trustee and its Estate.

2. Modification of Bidding Procedures. Trustee may modify the Sale Procedures, without the need for any further order of the Bankruptcy Court, including, without limitation (a) extending the deadlines set forth in these Sale Procedures, and (b) adjourning the Sale Hearing; provided, however, that the Trustee may not (i) alter any Bid Protections or Stalking Horse Fee granted to the Stalking Horse Bidder, (ii) change the amount required for a Bid to constitute a Qualified Bid, or (iii) change the Deposit required of a Qualified Bidder.

3. Nothing contained in these Sale Procedures, or the court's order, shall limit, restrict, alter, modify, waive or otherwise impair Trustee's reasonable business judgment in relation to the sale process contemplated by these Sale Procedures.

K. As Is, Where As Sale

The sale of the Pinball Property shall be on an “as is, where as” basis and without representations or warranties of any kind, nature, or description by the Trustee, the Estate, or its agents and representatives. Except as otherwise expressly provided in these Sale Procedures, by submitting a Bid, each bidder shall be deemed to acknowledge and represent that it (i) has had an opportunity to conduct any and all reasonable due diligence regarding the Pinball Property prior to making its bid, (ii) has relied solely upon its own independent review, investigation and/or inspection of any and all documents and/or the Pinball Property in making its bid, and (iii) did not rely on any written or oral statements, representations, promises, warranties or guaranties whatsoever, whether express, implied, by operation of law or otherwise, regarding the Pinball Property, or the completeness of any information provided in connection therewith.

L. Trustee's 's Counsel

Any questions regarding these Sales Procedures should be addressed to Trustee's Counsel whose contact information is:

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EXHIBIT A to Sale Procedures

Description of Property

PINBALL PROPERTY

The **“Deeproot Machines”** are defined as: Retro Atomic Zombie Adventureland (**“RAZA”**), Food Truck, Goonies, Machine Age, Merlin’s Arcade, Gladiator, Lucha Libre, Fire & Brimstone, Yukon Yeti, The Who, Magic Girl, Alice In Wonderland, and Space Mission X.

All of the following is included in the Pinball Property:

1. All rights, title, and interest including inventions and copyright to game rule documentation, art, models, animations, designs, mechanical drawings, trademarks, licenses, and any other digital files related to the Deeproot Machines and owned by Debtors.
2. Trademarks for: “Pinbar”, “PinArmor”, and “PinPod”.
3. International Patent WO2018183948A1 for “Pinball cabinet and backbox” and any US equivalents and the inventions embodied within.
4. International Patent WO2021133990A1 for “Interactive touch control for a pinball machine” and any US equivalents and the inventions embodied within.
5. All rights, title, and interest including inventions and copyright to software developed by or for the Debtors including but not limited to (see Stalking Horse Fee and Exhibit C as attached to Sale Procedures Motion) for Software Copyright License information):
 - a. deeproot Pinball Websites
 - b. Go Pinball Framework
 - c. Pinball Machine API
 - d. Pinball Mobile API
 - e. Pinball Audio API
 - f. Pinball Development Environment
 - g. Pinball Mobile iOS app
 - h. Pinball Stats Manager
 - i. Firmware and Protocol for Pinball Circuit Boards
 - j. Game Rules Code for the Deeproot Machines
 - k. User Interface Code for the Deeproot Machines

6. All intellectual property acquired as part of the Zidware settlement from Zidware, John Popadiuk, Jeremy Packer (aka Zombie Yeti), and Jim Askey (aka Applejuice or myPinballs), including but not limited to art, designs, inventions, copyrights, and trademarks for Retro Atomic Zombie Adventureland, Magic Girl, Alice In Wonderland, and Space Mission X.
7. All rights, title, and interest including inventions and copyright to pinball circuit board layouts and designs developed by or for the Debtors.
8. Any software licenses owned by Debtors.
9. All computer equipment, electronics, printing equipment, office supplies, tools, moving equipment, pinball machines (3), and any other pinball related property in the Premises..
10. All computer equipment from the Silicon Drive office which is being held by Mel Davis Auctions and/or the Trustee.
11. RAZA prototype machines produced by Debtors that were not present at the physical goods auction at the Silicon Drive office including:
 - a. Incomplete RAZA prototype held by UL tester in Dallas, Texas.
 - b. Incomplete RAZA prototype held by contractor in Redmond, Washington.

This list is meant to comprehensively include all pinball related tangible and intangible property owned by the Debtors that has not already been sold through the auction at the Silicon Drive office.

Trustee is not responsible for delivering Pinball Property not in his possession. It will be the Purchaser's responsibility to locate and pick up the Pinball Property wherever it may be located.

John Patrick Lowe
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US Small Business Administration
Attn: Legal/Bkcy Div
10737 Gateway West, Suite 300
El Paso, TX 79935

U.S. Small Business Administration
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